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LOUIS G. RECHER  
Assistant General Counsel

February 10, 1994

Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 18103-3 FILED 1425

FEB 14 1994-3 05 PM

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

On behalf of CSX Transportation, Inc. ("Lessee"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Memorandum of Lease Supplement, dated as of February 10, 1994, between Electric Fuels Corporation ("Lessor") and Lessee, evidencing Lease Supplement No. 2, dated as of February 10, 1994, to the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Lessor and Lessee. Equipment covered by Lease Supplement No. 2 consists of three (3) locomotives bearing Lessee's road numbers 9003 - 9005, inclusive.

A Memorandum of the Lease was recorded with the Interstate Commerce Commission (the "Commission") on March 11, 1993, at 11:15 a.m. and assigned Recordation Number 18103-A. A Memorandum of Lease Supplement No. 1, dated as of February 1, 1993, was recorded with the Commission on March 11, 1993, at 11:15 a.m. and assigned Recordation Number 18103-B. A Memorandum of Lease Amendment No. 1, dated as of February 1, 1993, was recorded with the Commission on March 26, 1993, at 3:45 p.m., and assigned Recordation Number 18103-E.

The names and addresses of the parties are as follows:

Lessor:	Electric Fuels Corporation Barnett Tower One Progress Plaza St. Petersburg, Florida 33701
Lessee:	CSX Transportation, Inc. 500 Water Street Jacksonville, Florida 32202

Each unit of equipment has been marked "CSX Transportation, Inc." or "CSXT", or in some other appropriate manner, and also has been marked with one of the road numbers set forth above.

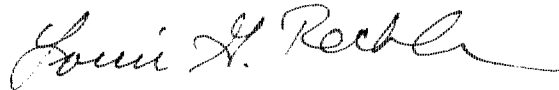
RECEIVED  
OFFICE OF THE  
SECRETARY  
FEB 14 1994

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the enclosed Memorandum not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis H. Reeb".

LGR/dlf

Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**2/23/94**

**OFFICE OF THE SECRETARY**

**Louis G. Recher**

**Assistant General Counsel**

**One James Center**

**Richmond, VA. 23219**

**Dear Sir:**

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on **2/14/94** at **3:05pm**, and assigned  
recordation number(s). **18103-G**

**Sincerely yours,**

**Secretary**  
**SIDNEY L. STRICKLAND, JR.**

**Enclosure(s)**

FEB 14 1994-3 05 PM

## MEMORANDUM OF LEASE SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE SUPPLEMENT is intended to evidence a Lease Supplement, dated as of February 10, 1994, to the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Electric Fuels Corporation, a Florida corporation ("Lessor"), and CSX Transportation, Inc., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. § 11303. Lessee has leased from Lessor the Units described below at the rentals and upon the terms and conditions provided in the Lease.

Equipment Numbers

9003 - 9005,  
inclusive

Equipment Description

Model Dash 9-44CW  
4,400 H.P., Six Axle,  
Six Motor Diesel  
Electric Locomotives

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease Supplement as of the 10th day of February, 1994.

ELECTRIC FUELS CORPORATION

By: *Dennis H. Edwards*Title: *Vice President Coal Procurement*

CSX TRANSPORTATION, INC.

By: *A. B. Aftobra*

A. B. Aftobra  
Treasurer

State of Florida )

County of PINELLAS )

On this 28TH day of JANUARY, 1994, before me personally appeared DENNIS G. EDWARDS, to me personally known who, being by me sworn, says that he/she is VICE PRESIDENT - COAL PROCUREMENT of Electric Fuels Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Roberta C. Ott  
Notary Public

My Commission expires: NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: JULY 27, 1994.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

State of Florida )

County of Duval )

On this 26TH day of January, 1994, before me personally appeared A. B. Aftoora, to me personally known who, being by me sworn, says that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee  
Notary Public

My Commission expires:

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234